

**ACTION BY WRITTEN CONSENT OF
THE BOARD OF DIRECTORS
OF
BUMMOCK AI, INC**

The undersigned, constituting all the members of the Board of Directors (the “**Board**”) of **BUMMOCK AI INC.**, a Delaware corporation (the “**Company**”), pursuant to Section 141(f) of the Delaware General Corporation Law, adopt the following resolutions by written consent:

APPROVAL OF CONVERTIBLE EQUITY AGREEMENT AND INVESTMENT LETTER

WHEREAS, the Board has determined that it is in the best interests of the Company to participate in the Techstars Accelerator Program and to enter into a Convertible Equity Agreement between the Company and the Techstars entity specified in **EXHIBIT A** (“**Techstars**”) substantially in the form attached hereto as Exhibit A (the “**Purchase Agreement**”) and an Investment Letter between the Company and Techstars substantially in the form attached hereto as Exhibit B (the “**Investment Letter**”).

NOW, THEREFORE, BE IT RESOLVED, that the execution, delivery and performance by the Company of the Convertible Equity Agreement and Investment Letter be, and hereby are, approved in all respects;

RESOLVED FURTHER, that the issuance and sale of 6% of the Company’s Common Stock on a fully diluted basis (as defined in the Purchase Agreement) (the “**Shares**”) to Techstars pursuant to the terms of the Purchase Agreement is hereby authorized and approved in all respects;

RESOLVED FURTHER, that the officers of the Company be, and each of them hereby is, authorized and directed, for and on behalf of the Company, to sell and issue the Shares in accordance with the terms of the Purchase Agreement;

RESOLVED FURTHER, that the officers of the Company be, and each of them hereby is, authorized and directed, for and on behalf of the Company, to negotiate or otherwise cause such additions, modifications, amendments or deletions to be made to the Purchase Agreement, Investment Letter and other related agreements, certificates or documents, as any such officer may approve, and the execution and delivery thereof by any such officer of the Company shall be deemed conclusive evidence of the approval of any such addition, modification, amendment or deletion;

RESOLVED FURTHER, that the shares of Common Stock authorized to be sold and issued by the Company pursuant to the Purchase Agreement shall be offered and sold in reliance on any applicable exemption from registration provided by the Securities Act of 1933, as amended, and any applicable exemption under applicable state blue sky laws, and that the officers of the Company be, and each of them hereby is, authorized and directed, for and on behalf of the Company, to execute and file any forms, certificates, notices or other documents that are necessary or appropriate pursuant to federal or state securities laws;

RESOLVED FURTHER, that the issuance and delivery of Shares upon conversion of the Purchase Agreement pursuant to the terms thereof is hereby authorized and approved in all respects;

RESOLVED FURTHER, that upon conversion of the Purchase Agreement in accordance with the terms thereof, the Shares shall be duly and validly issued, fully paid and nonassessable; and

RESOLVED FURTHER, that the officers of the Company be, and each of them hereby is, authorized and directed, for and on behalf of the Company, to execute and deliver one or more certificates for the Shares issued pursuant to the Purchase Agreement, in such form as may be approved by any such officer.

APPROVAL OF CONVERTIBLE PROMISSORY NOTE

WHEREAS, the Board has determined that it is advisable and in the best interests of the Company to borrow up to \$100,000 (the “**Note Issuance**”) from the Techstars entity specified in **EXHIBIT C** pursuant to the terms of the Convertible Promissory Note substantially in the form attached hereto as **EXHIBIT C** (the “**Note**”); and

WHEREAS, after careful consideration, the Board has determined that the terms and conditions of the Note Issuance are just and equitable and fair as to the Company and that it is in the best interests of the Company and the Company’s stockholders to consummate the Note Issuance subject to the terms agreed upon by the parties and set forth in the Note.

NOW, THEREFORE, BE IT RESOLVED, that the Note Issuance and the Note are hereby approved in all respects;

RESOLVED FURTHER, that the Note Issuance and the Note, and each of the transactions contemplated thereby, be, and they hereby are, approved in all respects;

RESOLVED FURTHER, that the officers of the Company be, and each of them hereby is, authorized and directed, for and on behalf of the Company, to execute and deliver the Note, and any and all other agreements, certificates or documents required or contemplated by the Note or deemed necessary or appropriate in connection therewith, and to take all actions deemed necessary or appropriate to cause the Company’s obligations thereunder to be performed;

RESOLVED FURTHER, that the officers of the Company be, and each of them hereby is, authorized and directed, for and on behalf of the Company, to negotiate or otherwise cause such additions, modifications, amendments or deletions to be made to the Note, and such other agreements, certificates or documents, as any such officer may approve, and the execution and delivery thereof by any such officer of the Company shall be deemed conclusive evidence of the approval of any such addition, modification, amendment or deletion;

RESOLVED FURTHER, that the issuance and delivery of shares of the Company’s preferred stock issuable upon conversion of the Note (the “**Conversion Shares**”) pursuant to the terms of the Note and the issuance and delivery of the shares of the Company’s Common Stock (“**Common Stock**”), issuable upon the conversion of the Conversion Shares is hereby authorized and approved in all respects;

RESOLVED FURTHER, that upon conversion of the Note in accordance with the terms thereof, the Conversion Shares shall be duly and validly issued, fully paid and nonassessable, and the shares of Common Stock issued upon conversion of the Conversion Shares, when issued upon conversion of the Conversion Shares as provided for in the Company’s certificate of incorporation, as the same may be amended or restated from time to time, shall be duly and validly issued, fully paid and nonassessable;

RESOLVED FURTHER, that the officers of the Company be, and each of them hereby is, authorized and directed, for and on behalf of the Company, to execute and deliver one or more certificates for the Conversion Shares issued upon conversion of the Note and any shares of Common Stock issued upon conversion of such Conversion Shares, in such form as may be approved by such officers; and

RESOLVED FURTHER, that (i) the Note, (ii) the Conversion Shares, and (iii) the Common Stock

underlying the Conversion Shares shall be offered, sold and issued in reliance on any applicable exemption from registration provided by the Securities Act of 1933, as amended, and any applicable exemption under applicable state blue sky laws, and that the officers of the Company be, and each of them hereby is, authorized and directed, for and on behalf of the Company, to execute and file any forms, certificates, notices or other documents that are necessary or appropriate pursuant to federal or state securities laws.]

GENERAL RESOLUTIONS

RESOLVED FURTHER, that the officers of the Company be, and each of them hereby is, authorized and directed, for and on behalf of the Company, to take such further action, make such filings and applications, and execute and deliver such additional documents as each may deem necessary or appropriate to carry out the purposes of the above resolutions, and all acts authorized by these resolutions and performed prior to the passage of these resolutions are hereby ratified, approved and confirmed in all respects.

[SIGNATURE PAGE FOLLOWS]

This Action shall be filed with the minutes of the proceedings of the Board of Directors of the Company.

The undersigned have executed this Action by Written Consent as of the last date set forth below.

Babak Kia Montazam

Date: 7/20/2023

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Babak Kia Montazam

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Marjan Payan Tabari

Date: 7/20/2023

DocuSigned by:

Marjan Payan Tabari

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EXHIBIT A

PURCHASE AGREEMENT

EXHIBIT B

INVESTMENT LETTER

EXHIBIT C

CONVERTIBLE PROMISSORY NOTE